



February 20, 2025


Via ECF

Hon. P. Kevin Castel, U.S.D.J.  
 United States District Court,  
 Southern District of New York  
 500 Pearl Street, Courtroom 11D  
 New York, New York 10007-1312

Conference Adjourned

From: February 24, 2025To: 9/5/25 at 11 a.m.

SO ORDERED:

  
 P. KEVIN CASTEL, U.S.D.J.
Date: 2-21-25

Re.: Aegis Capital Corp. v. Laser Photonics Corporation  
Case No. 1:25-cv-00080-PKC

Dear Judge Castel:

We represent Plaintiff-Movant Aegis-Capital Corp. ("Aegis") in this matter, which is before the Court for an Initial Pre-trial Conference on February 24, 2025 at 11:00 AM. We write to respectfully ask the Court to adjourn that conference until a date after August 16, 2025, for the reasons set forth below.

As Your Honor may recall, this case stems from two written agreements entered into between Aegis and the defendant in this action, Laser Photonics Corporation ("Laser"). On or about August 14, 2024, Aegis and Laser executed a Letter of Engagement ("LOE") under which Laser would engage Aegis as sole placement agent regarding a contemplated Public Investment In Private Equity (PIPE) offering. The LOE contained material provisions, including but not limited to a twelve-month right of first refusal with respect to future placements. On or about August 16, 2024, Aegis and Laser entered into a Placement Agent Agreement ("PAA"), which contained material provisions, including but not limited to an identical right of first refusal ("ROFR") provision through August 16, 2025 with respect to future placements, jurisdictional stipulations, and equitable remedies for breach.

The PIPE offering subsequently took place. However, thereafter, on the evening of December 31, 2024, Laser caused a form S-1 to be filed with the SEC indicating that Laser would be engaging in another stock offering *without Aegis as the placement agent*, in wholesale violation of the ROFR provision (the "Violating Transaction").

On or about January 3, 2025, Aegis filed this action with the Court, including an emergency motion for a preliminary injunction and temporary restraining order to preclude Laser